

# Ritco Logistics Limited

Date: 26<sup>th</sup> June, 2024

To  
The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C-1, G Block,  
Bandra-Kurla Complex, Bandra (East)  
Mumbai-400051  
NSE SYMBOL: RITCO

To  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1st Floor, New Trading Ring, Rotunda  
Building, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
BSE Scrip Code: 542383

**Sub: Notice of Extra Ordinary General Meeting.**

Dear Sir,

Pursuant to Provision of Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we enclose herewith the Notice of Extra Ordinary General Meeting of the Company schedule to be held on Saturday, July 20, 2024 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

We request you to kindly take the above submission on record.

Thanking You,  
Yours faithfully,

For **Ritco Logistics Limited**

Digitally signed  
by Gitika Arora  
Date: 2024.06.26  
16:46:54 +05'30'

**Gitika Arora**  
Company Secretary and Compliance Officer



Corp. & Admin. Office : "RITCO HOUSE" 336, Phase-II, Udyog Vihar, Gurugram - 122016,  
Haryana Ph. : 0124-4702300/301 E-mail : ho@ritcologistics.com CIN No. :  
L60221DL2001PLC112167 Regd. Office : 508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower, District Centre, Janakpuri,  
New Delhi-110058 Ph.: 011-25522158

[www.ritcologistics.com](http://www.ritcologistics.com)

# RITCO LOGISTICS LIMITED

June 26, 2024

Dear Shareholder(s),

You are cordially invited to attend the Extraordinary General Meeting (“EGM”) of the Shareholders of **Ritco Logistics Limited (“the Company”)** to be held on Saturday, 20th day of July 2024, at 1.00 p.m. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

**Yours sincerely**

**By order of the Board**

**For Ritco Logistica Limited**

**Sd/-**

**Gitika Arora**

**Company Secretary**

**Membership No.: 37409**

**Date: June 26, 2024**

**Place: Gurugram**

Enclosures:

1. Notice of the Extra Ordinary General Meeting
2. Instructions for participation through VC/ OAVM
3. Instructions for e-voting
4. Explanatory statement under section 102 of the Companies Act, 2013



Corp. & Admin. Office : “RITCO HOUSE” 336, Phase-II, Udyog Vihar, Gurugram - 122016, Haryana Ph. : 0124-4702300/301 E-mail : ho@ritcologistics.com CIN No. : L60221DL2001PLC112167 Regd. Office : 508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058 Ph.: 011-25522158

[www.ritcologistics.com](http://www.ritcologistics.com)

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of M/s RITCO LOGISTICS LIMITED will be held on Saturday, 20<sup>th</sup> July, 2024 at 1:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility to transact the following business:

### SPECIAL BUSINESS:

#### ITEM NO. 1

### TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

*To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing from Rs. 26,00,00,000 (Rupees Twenty-Six Crore Only) divided into 2,60,00,000 (Two Crores Sixty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only) to Rs. 30,00,00,000 (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crores Lakh) Equity Share of Rs. 10/- (Rupees Ten Only) by addition of 40,00,000 (Forty Lakhs) Equity shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following: -

***"V. (a) The Authorized Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crores) Equity Share of Rs. 10/- each."***

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**ITEM NO. 2**

**TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:*

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 42, 62(1)(c), and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable rules made thereunder, including Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (**“the Act”**), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (**“SEBI (ICDR Regulations)”**), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the listing agreements entered into by the Company with the Bombay Stock Exchange of India Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) (**“Stock Exchange/(s)”**) on which the Equity Shares of the Company having face value of Rs. 10/- (Ten) each (**“Equity Shares”**) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and/ or any other competent authorities, (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies and members of the company, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which terms shall be deemed to mean and include any duly constituted/to be constituted Committee of directors thereof to exercise its power including the powers conferred by this Resolution, the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, on a preferential basis, , upto **38,46,139 (Thirty Eight Lacs Forty Six Thousand One Hundred Thirty Nine)** fully paid Equity Shares of Rs. 10/- each (**“Equity Shares”**) of the Company for cash Category at a price determined in accordance with Chapter V of SEBI (ICDR) Regulations i.e. **Rs 260/- per Equity Shares (including a premium of Rs. 250/- per Equity Shares)** for an amount aggregating to **Rs.99,99,96,140/- (Rupees Ninety-Nine Crore Ninety-Nine Lacs Ninety-Six Thousand One Hundred and Forty Only)** to the below mentioned (**“Proposed Allottees”**) from Non - Promoters Category:

Sr. No.	Name of Proposed Allottees	Category	Number of Equity Shares proposed to be allotted	Investment Amount (Rs.)
1	Vijit Global Securities Private Limited	Non- Promoter	1,92,307	4,99,99,820
2	MNCL Capital Compounder Fund - I	Non- Promoter	4,61,538	11,99,99,880
3	Aartie Sunil Anandpara	Non- Promoter	4,23,076	10,99,99,760
4	Satya Mohapatra	Non- Promoter	76,923	1,99,99,980
5	Rakesh Ramanlal Shah	Non- Promoter	96,153	2,49,99,780
6	Shaishav Rakeshkumar Shah	Non- Promoter	96,153	2,49,99,780
7	Reyaan Rohan Shah	Non- Promoter	96,153	2,49,99,780
8	Mirali Rohan Shah	Non- Promoter	96,153	2,49,99,780
9	Anish Amol Taori	Non- Promoter	9,615	24,99,900
10	Pranav Mukesh Parekh	Non- Promoter	9,615	24,99,900
11	Manisha Gupta	Non- Promoter	9,615	24,99,900
12	Sonal R Karani	Non- Promoter	48,076	1,24,99,760
13	Ural Nilesh Doshi	Non- Promoter	9,615	24,99,900
14	Anil Sanghvi	Non- Promoter	11,538	29,99,880
15	Manan Thakkar	Non- Promoter	9,615	24,99,900
16	Ishita Mota	Non- Promoter	9,615	24,99,900
17	Himani Shah	Non- Promoter	9,615	24,99,900
18	Nexta Enterprises LLP	Non- Promoter	1,15,384	2,99,99,840
19	Malay Ashokbhai Shah	Non- Promoter	1,15,384	2,99,99,840
20	Nilansh Malaybhai Shah	Non- Promoter	76,923	1,99,99,980
21	Achal Anil Bakeri	Non- Promoter	1,92,307	4,99,99,820
22	Vrushali Shah	Non- Promoter	4,42,307	11,49,99,820
23	Anushree Shah	Non- Promoter	4,42,307	11,49,99,820
24	Kavish Shah	Non- Promoter	4,35,384	11,31,99,840
25	Deep Patel	Non- Promoter	1,15,384	2,99,99,840
26	Safari Biotech Private Limited	Non- Promoter	1,15,384	2,99,99,840
27	Miracles Finstock Services Private Limited	Non- Promoter	50,000	1,30,00,000
28	Namrata Nitinkumar Shah	Non- Promoter	50,000	1,30,00,000
29	Kalpana Sudhir Bheda	Non- Promoter	30,000	78,00,000

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “**Relevant Date**” for determination of the floor price for the issue of Equity Shares be and is hereby fixed as Thursday, 20<sup>th</sup> June, 2024 being the date 30 days prior

to the date of this Extra-Ordinary General Meeting of members of the Company scheduled to be held on **Saturday, 20<sup>th</sup> July, 2024.**

**RESOLVED FURTHER THAT** the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee(s) by way of Preferential Issue shall, inter-alia, be subject to the following:

- a) The Equity Shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- b) The Equity Shares so offered, issued and allotted to the Proposed allottee(s), shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottee(s) in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding, if any, of the Proposed Allottee(s) and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations; and
- g) The Equity Shares will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- h) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the Proposed Allottee(s) shall be recorded in Form No. PAS-5 for the issuance of invitation to



subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee(s) inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, the Board (including Management Operations Committee ("Committee") of the Board constituted thereof) be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the shares and listing thereof with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, sign all such documents and undertakings as may be required and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard."

### ITEM NO. 3

#### **TO CONSIDER AND APPROVE LOAN TO M/S TRUCKSUP SOLUTIONS PRIVATE LIMITED, STEP-DOWN SUBSIDIARY COMPANY**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by **Trucksup Solutions Private Limited** (Step Down Subsidiary of Ritco Logistics Limited), up to a sum not exceeding Rs. 25 Crores [Rupees Twenty-Five Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

**By order of the Board**

**For Ritco Logistics Limited**

**Sd/-**

**Gitika Arora**

**Company Secretary**

**Membership No.: 37409**

**Date: June 26, 2024**

**Place: Gurugram**

**Registered Office:**

**508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,**

**District Centre, Janak Puri,**

**New Delhi - 110 058**



**Notes:**

1. Pursuant to the Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular dated May 13, 2022 issued by the Securities and Exchange Board of India ('SEBI Circular') and all other relevant circulars issued from time to time, physical attendance of the Members to EGM/AGM venue is not required and general meeting to be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, members can attend and participate in the ensuing EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website [www.ritcologistics.com](http://www.ritcologistics.com). The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Corporate Members intending their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [mukunvivekandcompany@gmail.com](mailto:mukunvivekandcompany@gmail.com) with copies marked to the Company at [cs@ritcologistics.com](mailto:cs@ritcologistics.com).
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto

7. In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of EGM along with is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice of EGM has been uploaded on the website of the Company at [www.ritcologistics.com](http://www.ritcologistics.com) The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India at [www.nseindia.com](http://www.nseindia.com)
8. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this EGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. The shareholders who had not registered their email address with the company:
  - a. In case of shares held in demat mode, please provide DPID-CLID (16 Digit DPID + CLID or 16 Digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to [cs@ritcologistics.com](mailto:cs@ritcologistics.com).
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder will be available online for inspection by Members of the Company.
11. In compliance with the aforesaid MCA Circulars, Notice of the is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
12. E-Voting is available to members as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Company (Management and Administration) Rules, 2014 the members can exercise their vote by electronic means from 17<sup>th</sup> July, 2024, 09.00 AM till 19<sup>th</sup> July, 2024, 5.00 PM.

13. The Register of Members and Share Transfer Books of the Company will remain closed from 14<sup>th</sup> July, 2024 to 20<sup>th</sup> July, 2024 (both days inclusive). The Record date / Cut-off date to determine the eligibility of members for the purpose of the voting at the Extra Ordinary General Meeting is 13<sup>th</sup> July, 2024.
14. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. 13<sup>th</sup> July, 2024.
15. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.

**16. Remote e-Voting Instructions for shareholders:**

1. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 - If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.

- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

#### **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

##### **STEP 1 - Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

##### **STEP 2 -Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -



- i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
- ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
  - d) Click on Submit button and investor will be mapped now.
  - e) The same can be viewed under the "Report Section".

### **STEP 3 - Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual**



**Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his /her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID

[Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his /her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”

**By order of the Board**

**For Ritco Logistics Limited**

Sd/-

**Gitika Arora**

**Company Secretary**

**Membership No.:37409**

**Date: June 26, 2024**

**Place: Gurugram**

**Registered Office:**

**508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,**

**District Centre, Janak Puri**

**New Delhi - 110 058**

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES

ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1, 2 and 3 of the accompanying Notice dated June 25, 2024.

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL

Presently, the Authorised Share Capital of the Company is of Rs. 26,00,00,000 (Rupees Twenty-Six Crore Only) divided into 2,60,00,000 (Two Crores Sixty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only)

In order to facilitate the future funds requirements of the Company, it is proposed to increase the Authorized Share Capital to Rs. 30,00,00,000 (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crores) Equity Share of Rs. 10/- (Rupees Ten Only)

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Member’s approvals in terms of Sections 13, 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary resolution as set out in Item No. 1 of this Notice.

ITEM NO. 2

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

The Board of Directors of the Company, in their meeting held on Tuesday, June 25, 2024, subject to the approval of the members of the Company and such other approvals as may be required, had approved to create, offer, issue and allot equity shares of the Company to Non – Promoters (the “Proposed Allottees”) on preferential basis.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018 (the “Listing Regulations”) (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue **38,46,139 (Thirty Eight Lacs Forty Six Thousand One Hundred Thirty Nine)** Equity having face value of Rs. 10/- (Rupees Ten Only) (“Equity Shares”) each for a cash at a price of Rs.260/- (Rupees Two Hundred Sixty) per equity shares (including a premium of Rs.250/- per equity shares) for an amount aggregating to **Rs.99,99,96,140/- (Rupees Ninety-Nine Crore Ninety-Nine Lacs Ninety-Six Thousand One Hundred and Forty Only)** to the below mentioned Proposed Allottees:

Sr. No.	Name of Proposed Allottees	Category	Number of Equity Shares proposed to be allotted	Investment Amount (Rs.)
1	Vijit Global Securities Private Limited	Non- Promoter	1,92,307	4,99,99,820
2	MNCL Capital Compounder Fund - I	Non- Promoter	4,61,538	11,99,99,880
3	Aartie Sunil Anandpara	Non- Promoter	4,23,076	10,99,99,760
4	Satya Mohapatra	Non- Promoter	76,923	1,99,99,980
5	Rakesh Ramanlal Shah	Non- Promoter	96,153	2,49,99,780
6	Shaishav Rakeshkumar Shah	Non- Promoter	96,153	2,49,99,780
7	Reyaan Rohan Shah	Non- Promoter	96,153	2,49,99,780
8	Mirali Rohan Shah	Non- Promoter	96,153	2,49,99,780
9	Anish Amol Taori	Non- Promoter	9,615	24,99,900
10	Pranav Mukesh Parekh	Non- Promoter	9,615	24,99,900
11	Manisha Gupta	Non- Promoter	9,615	24,99,900
12	Sonal R Karani	Non- Promoter	48,076	1,24,99,760
13	Ural Nilesh Doshi	Non- Promoter	9,615	24,99,900
14	Anil Sanghvi	Non- Promoter	11,538	29,99,880
15	Manan Thakkar	Non- Promoter	9,615	24,99,900
16	Ishita Mota	Non- Promoter	9,615	24,99,900
17	Himani Shah	Non- Promoter	9,615	24,99,900
18	Nexta Enterprises LLP	Non- Promoter	1,15,384	2,99,99,840
19	Malay Ashokbhai Shah	Non- Promoter	1,15,384	2,99,99,840
20	Nilansh Malaybhai Shah	Non- Promoter	76,923	1,99,99,980
21	Achal Anil Bakeri	Non- Promoter	1,92,307	4,99,99,820
22	Vrushali Shah	Non- Promoter	4,42,307	11,49,99,820
23	Anushree Shah	Non- Promoter	4,42,307	11,49,99,820

Sr. No.	Name of Proposed Allottees	Category	Number of Equity Shares proposed to be allotted	Investment Amount (Rs.)
24	Kavish Shah	Non- Promoter	4,35,384	11,31,99,840
25	Deep Patel	Non- Promoter	1,15,384	2,99,99,840
26	Safari Biotech Private Limited	Non- Promoter	1,15,384	2,99,99,840
27	Miracles Finstock Services Private Limited	Non- Promoter	50,000	1,30,00,000
28	Namrata Nitinkumar Shah	Non- Promoter	50,000	1,30,00,000
29	Kalpana Sudhir Bheda	Non- Promoter	30,000	78,00,000

Necessary information or details in respect of the proposed preferential issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations are as under:

**A. Particulars of the Offer including date of passing of the Board Resolution, kind of securities offered, total/maximum number of specified securities to be issued and the issue price**

The Board of Directors of the Company at their Meeting held on Tuesday, 25th June 2024 had subject to the approval of the Members of the Company and such other approval(s) as may be required, approved the issue of Equity Shares on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of Proposed Allottees	PAN	Number of Equity Shares proposed to be issued	Price of Each Security (In Rs.)	Investment Amount (Rs.)
1	Vijit Global Securities Private Limited	AACCR5344R	1,92,307	260	4,99,99,820
2	MNCL Capital Compounder Fund - I	AAHTM4544Q	4,61,538	260	11,99,99,880
3	Aartie Sunil Anandpara	AFKPA2971B	4,23,076	260	10,99,99,760
4	Satya Mohapatra	ABQPM6798L	76,923	260	1,99,99,980
5	Rakesh Ramanlal Shah	AHZPS0616G	96,153	260	2,49,99,780
6	Shaishav Rakeshkumar Shah	AQMPS3583Q	96,153	260	2,49,99,780
7	Reyaan Rohan Shah	SLNPS6922P	96,153	260	2,49,99,780
8	Mirali Rohan Shah	AJZPA4404A	96,153	260	2,49,99,780
9	Anish Amol Taori	ASMP8278R	9,615	260	24,99,900
10	Pranav Mukesh Parekh	AGSPP5662R	9,615	260	24,99,900
11	Manisha Gupta	AJTPG4667P	9,615	260	24,99,900
12	Sonal R Karani	ADFPK3890A	48,076	260	1,24,99,760
13	Ural Nilesh Doshi	ALHPD6868M	9,615	260	24,99,900
14	Anil Sanghvi	ALHPS8696J	11,538	260	29,99,880

Sr. No.	Name of Proposed Allottees	PAN	Number of Equity Shares proposed to be issued	Price of Each Security (In Rs.)	Investment Amount (Rs.)
15	Manan Thakkar	AGBPT3351Q	9,615	260	24,99,900
16	Ishita Mota	BUZPS3251F	9,615	260	24,99,900
17	Himani Shah	AKPPD8717Q	9,615	260	24,99,900
18	Nexta Enterprises LLP	AATFN7181Q	1,15,384	260	2,99,99,840
19	Malay Ashokbhai Shah	AFBPS2217R	1,15,384	260	2,99,99,840
20	Nilansh Malaybhai Shah	CCFPS1557R	76,923	260	1,99,99,980
21	Achal Anil Bakeri	AAWPB5727B	1,92,307	260	4,99,99,820
22	Vrushali Shah	GZHPS5521Q	4,42,307	260	11,49,99,820
23	Anushree Shah	GCUPS3573J	4,42,307	260	11,49,99,820
24	Kavish Shah	JUMPS5564L	4,35,384	260	11,31,99,840
25	Deep Patel	ALVPP6490K	1,15,384	260	2,99,99,840
26	Safari Biotech Private Limited	AAJCS5842C	1,15,384	260	2,99,99,840
27	Miracles Finstock Services Private Limited	AAPCM2399N	50,000	260	1,30,00,000
28	Namrata Nitinkumar Shah	ASLPS8084R	50,000	260	1,30,00,000
29	Kalpana Sudhir Bheda	ADFPB2150G	30,000	260	78,00,000

The terms and conditions of the preferential issue of Equity Shares are as stated in the Resolution.

#### **B. Objects of the Preferential issue**

The Company shall utilize the proceeds of the preferential issue of Equity Shares in the following manner:

- Funding of Working Capital Requirements of the Company : - Rs.79,99,96,140/-
- Loan/Investment in Subsidiary for development of the Logistics Aggregator platform : - Rs. 20,00,00,000/-

The issue proceeds shall be utilized within eighteen months from the date of allotment. Pending utilisation of the proceeds from the Issue, the Company shall *inter alia* invest the Issue Proceeds in creditworthy instruments, including but not limited to money market instruments like money market mutual funds, deposits in scheduled commercial banks or in short term debt or long term debt or such other methods as per applicable law

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. However, the same is dependent on a variety of factors such as financial, market and



sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

**C. Relevant Date**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for this Preferential Allotment of Equity Shares is Thursday, 20<sup>th</sup> June, 2024 being the 30 days prior to the date of Extra Ordinary General Meeting i.e Saturday 20<sup>th</sup> July 2024.

**D. Basis on which the price would be arrived at and justification for the price (including premium, if any) and Name and Address of the valuer who performed Valuation:**

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as "Stock Exchanges"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations. NSE being the Stock Exchange with higher trading volumes preceding 90 trading days prior to relevant date, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI (ICDR) Regulations.

In compliance with Regulation 166A of the SEBI (ICDR) Regulations as the preferential issue to the proposed allottees, is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price shall be the higher of the price determined through following methods:

- a) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:
  - i. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 255.31 each; or
  - ii. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e., Rs. 259.03 each.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 259.03 each, being higher of the above two prices.

- b) The price determined through Valuation report of M/s. Tarun Jain & Associates, (Registration No.: IBBI/RV/02/2018/10045).] i.e., Rs. 259.03/- per Equity Share. The said report is available on the website of the Company at [www.ritcologistics.com](http://www.ritcologistics.com).
- c) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.



Accordingly, the minimum issue price Preferential basis shall be at a price of Rs. 259.03 each, which is higher than the prices as computed above. However, the Company has decided to issue the Equity Shares, at an Issue Price of Rs. 260/- each (Rupees Two Hundred and Sixty Rupees Only).

M/s Tarun Jain & Associates, an Independent Registered Valuer- Securities and Financial Assets having address at 1001, Vikram Tower, Rajendra Place, New Delhi-110008

The Company has also obtained a Pricing Certificate dated June 26, 2024 from Mr. Mukun Arora of M/s. Mukun Vivek and Company certifying compliance with the floor price for the proposed Preferential Issue of the Company based on the pricing formula prescribed under Chapter V of the SEBI (ICDR) Regulations.

**E. Amount which the Company intends to raise by way of such securities**

The Company intends to raise **Rs.99,99,96,140/- (Rupees Ninety-Nine Crore Ninety-Nine Lacs Ninety-Six Thousand One Hundred and Forty Only)**. The consideration for the proposed issue shall be received in cash by way of banking channel only.

**F. Intention of the Promoters, Directors or Key Managerial Personnel or Senior Management of the issuer to subscribe to the Offer:**

None of the Directors, Promoters or Key Managerial Personnel or their relatives intends to subscribe to any shares pursuant to this preferential issue of equity shares.

**G. Time frame within which the preferential issue shall be completed:**

In terms of Regulation 170 of the SEBI (ICDR) Regulations, the preferential allotment of equity shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution mentioned here, provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**H. Name of the proposed allottees, category and percentage of post preferential issue capital that may be held by them:**

Name of the proposed Allottees	Category	Pre-Issue Share Holding		No. of Shares proposed to be issued	Post Issue Shareholding*	
		No.	%		No.	%
Vijit Global Securities Private Limited	Non-Promoter	Nil	0	1,92,307	1,92,307	0.67
MNCL Capital Compounder Fund - I	Non-Promoter	Nil	0	4,61,538	4,61,538	1.61

Name of the proposed Allottees	Category	Pre-Issue Share Holding		No. of Shares proposed to be issued	Post Issue Shareholding*	
		No.	%		No.	%
Aartie Sunil Anandpara	Non-Promoter	Nil	0	4,23,076	4,23,076	1.48
Satya Mohapatra	Non-Promoter	Nil	0	76,923	76,923	0.27
Rakesh Ramanlal Shah	Non-Promoter	Nil	0	96,153	96,153	0.34
Shaishav Rakeshkumar Shah	Non-Promoter	Nil	0	96,153	96,153	0.34
Reyaan Rohan Shah	Non-Promoter	Nil	0	96,153	96,153	0.34
Mirali Rohan Shah	Non-Promoter	Nil	0	96,153	96,153	0.34
Anish Amol Taori	Non-Promoter	Nil	0	9,615	9,615	0.03
Pranav Mukesh Parekh	Non-Promoter	Nil	0	9,615	9,615	0.03
Manisha Gupta	Non-Promoter	Nil	0	9,615	9,615	0.03
Sonal R Karani	Non-Promoter	Nil	0	48,076	48,076	0.17
Ural Nilesh Doshi	Non-Promoter	Nil	0	9,615	9,615	0.03
Anil Sanghvi	Non-Promoter	Nil	0	11,538	11,538	0.04
Manan Thakkar	Non-Promoter	Nil	0	9,615	9,615	0.03
Ishita Mota	Non-Promoter	Nil	0	9,615	9,615	0.03
Himani Shah	Non-Promoter	Nil	0	9,615	9,615	0.03
Nexta Enterprises LLP	Non-Promoter	Nil	0	1,15,384	1,15,384	0.40
Malay Ashokbhai Shah	Non-Promoter	Nil	0	1,15,384	1,15,384	0.40
Nilansh Malaybhai Shah	Non-Promoter	Nil	0	76,923	76,923	0.27
Achal Anil Bakeri	Non-Promoter	Nil	0	1,92,307	1,92,307	0.67
Vrushali Shah	Non-Promoter	Nil	0	4,42,307	4,42,307	1.55
Anushree Shah	Non-Promoter	Nil	0	4,42,307	4,42,307	1.55
Kavish Shah	Non-Promoter	Nil	0	4,35,384	4,35,384	1.52
Deep Patel	Non-Promoter	Nil	0	1,15,384	1,15,384	0.40
Safari Biotech Private Limited	Non-Promoter	Nil	0	1,15,384	1,15,384	0.40
Miracles Finstock Services Private Limited	Non-Promoter	Nil	0	50,000	50,000	0.17
Namrata Nitinkumar Shah	Non-Promoter	Nil	0	50,000	50,000	0.17
Kalpana Sudhir Bheda	Non-Promoter	5,120	0.02	30,000	35,120	0.12

\* **Note:** The table shows the expected shareholding pattern of the Company upon assumption of the allotment of shares under this notice, conversion of outstanding warrants and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

**I. Contribution being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects**

No contribution is being made by the Promoters or Directors of the Company as part of the offer or separately in furtherance of its objects.

**J. Principle terms of assets charged as securities: - Not Applicable**

**K. Shareholding Pattern of the Company (on Fully diluted basis) before and after the proposed preferential issue.**

Sl. No.	Category of Shareholders	Pre issue Shareholding (as on June 21, 2024)*		Post Issue Shareholding*	
		No. of Shares	% of Shares	No. of Shares	% of Shares
		<b>(A)</b>	Share holding of Promoter and Promoter Group		
<b>(1)</b>	Indian Promoters				
	Individual	14018698	56.580	14018698	48.977
	Bodies Corporate	4157920	16.782	4157920	14.527
	Sub-total (A1)	18176618	73.362	18176618	63.504
<b>(2)</b>	Foreign Promoters				
	TOTAL (A1) + (A2)	18176618	73.362	18176618	63.504
<b>(B)</b>	Non-Promoter's holding				
<b>(1)_</b>	Institutions				
a)	Mutual Funds/UTI/Banks/Fis				
b)	Banks				
c)	Foreign Portfolio Investors				
d)	Alternate Investment Funds				
e)	Others - QIB			461538	1.612
	Sub- Total (B1)				
2	Non Institutions				
a)	Body Corporate	1162747	4.693	1635822	5.715
b)	Directors and relatives				
c)	Key Managerial Personnel				
d)	Relatives of promoters				
e)	Indian Public	5175802	20.890	8087328	28.255
f)	Clearing Members				
g)	Foreign Company				
h)	Hindu Undivided Family	199630	0.805	199630	0.698
i)	Foreign Nationals				

Sl. No.	Category of Shareholders	Pre issue Shareholding (as on June 21, 2024)*		Post Issue Shareholding*	
		No. of Shares	% of Shares	No. of Shares	% of Shares
		j)	Non Resident Indians	58871	0.238
k)	Trust	2950	0.012	2950	0.010
L	Investor Education and Protection Fund				
M	Unclaimed Shares				
	Sub Total (B2)	6600000	26.638	10446139	36.496
	Total (B1+B2)	6600000	26.638	10446139	36.496
	GRAND TOTAL	24776618	100	28622757	100

\* **Note:** The table shows the expected shareholding pattern of the Company upon assumption of the allotment of shares under this notice, conversion of outstanding warrants and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

**L. Identity of the natural person who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

The preferential issue, if approved, is proposed to be made to the following proposed allottees in Non-Promoter Category:

Sr. no	Name of the Proposed Allottees	Status of the allottees	Ultimate Beneficial Owner of the proposed Allottee(s) where Allottee is Non-Individual	Pre-Issue Holding	% to Pre issue Capital	No of equity shares proposed to Issue	Post-Issue Holding	% to post issue capital*
1.	Vijit Global Securities Private Limited	Body Corporate	Vijit Ramavat	Nil	0	1,92,307	1,92,307	0.67
2.	MNCL Capital Compounder Fund - I	QIB	The Investor is a Category III Alternative Investment Fund, No natural person (acting alone or together with others) owns / is entitled to more than 15% of the capital or profits of the Investor. Abhisar Jain is the Fund Manager for the fund.	Nil	0	4,61,538	4,61,538	1.61
3.	Aartie Sunil Anandpara	Individual	-	Nil	0	4,23,076	4,23,076	1.48

Sr. no	Name of the Proposed Allottees	Status of the allottees	Ultimate Beneficial Owner of the proposed Allottee(s) where Allottee is Non-Individual	Pre-Issue Holding	% to Pre issue Capital	No of equity shares proposed to Issue	Post-Issue Holding	% to post issue capital*
4.	Satya Mohapatra	Individual	-	Nil	0	76,923	76,923	0.27
5.	Rakesh Ramanlal Shah	Individual	-	Nil	0	96,153	96,153	0.34
6	Shaishav Rakeshkumar Shah	Individual	-	Nil	0	96,153	96,153	0.34
7	Reyaan Rohan Shah	Individual	-	Nil	0	96,153	96,153	0.34
8	Mirali Rohan Shah	Individual	-	Nil	0	96,153	96,153	0.34
9	Anish Amol Taori	Individual	-	Nil	0	9,615	9,615	0.03
10	Pranav Mukesh Parekh	Individual	-	Nil	0	9,615	9,615	0.03
11	Manisha Gupta	Individual	-	Nil	0	9,615	9,615	0.03
12	Sonal R Karani	Individual	-	Nil	0	48,076	48,076	0.17
13	Ural Nilesh Doshi	Individual	-	Nil	0	9,615	9,615	0.03
14	Anil Sanghvi	Individual	-	Nil	0	11,538	11,538	0.04
15	Manan Thakkar	Individual	-	Nil	0	9,615	9,615	0.03
16	Ishita Mota	Individual	-	Nil	0	9,615	9,615	0.03
17	Himani Shah	Individual	-	Nil	0	9,615	9,615	0.03
18	Nexta Enterprises LLP	Body Corporate	Hardik Mahendrabhai Shah	Nil	0	1,15,384	1,15,384	0.40
19	Malay Ashokbhai Shah	Individual	-	Nil	0	1,15,384	1,15,384	0.40
20	Nilansh Malaybhai Shah	Individual	-	Nil	0	76,923	76,923	0.27
21	Achal Anil Bakeri	Individual	-	Nil	0	1,92,307	1,92,307	0.67
22	Vrushali Shah	Individual	-	Nil	0	4,42,307	4,42,307	1.55
23	Anushree Shah	Individual	-	Nil	0	4,42,307	4,42,307	1.55
24	Kavish Shah	Individual	-	Nil	0	4,35,384	4,35,384	1.52
25	Deep Patel	Individual	-	Nil	0	1,15,384	1,15,384	0.40
26	Safari Biotech Private Limited	Body Corporate	Ganpatraj Chowdhary	Nil	0	1,15,384	1,15,384	0.40
27	Miracles Finstock Services Private Limited	Body Corporate	Bhavesh Patel, Rupalben Patel, Anandiben Bhikhabhai Patel, Bhikhabhai Jivarambhai Patel	Nil	0	50,000	50,000	0.17

Sr. no	Name of the Proposed Allottees	Status of the allottees	Ultimate Beneficial Owner of the proposed Allottee(s) where Allottee is Non-Individual	Pre-Issue Holding	% to Pre issue Capital	No of equity shares proposed to Issue	Post-Issue Holding	% to post issue capital*
28	Namrata Nitinkumar Shah	Individual	-	Nil	0	50,000	50,000	0.17
29	Kalpana Sudhir Bheda	Individual	-	5,120	0.02	30,000	35,120	0.12

**\* Note:** The table shows the expected shareholding pattern of the Company upon assumption of the allotment of shares under this notice, conversion of outstanding warrants and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

**M. Change in Control or Management, if any, that would occur in the Company consequent to the preferential issue**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern pursuant to the preferential issue.

**N. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer – Not Applicable**

**O. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the financial year 2024-2025

**P. Lock-in period**

The pre-preferential allotment shareholding of the proposed allottees (if any) and the equity shares to be allotted on preferential basis, shall be subject to lock-in, in accordance with Regulation 167 of the SEBI (ICDR) Regulations. The Proposed allotment of equity shares shall be subject to lock-in, in accordance with Regulation 167 of the SEBI (ICDR) Regulations.

**Q. Listing:**

The Company will make an application to the Stock Exchanges on which the existing shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**R. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

The Proposed Allottees belongs to Non-Promoter category.

**S. Practicing Company Secretary Certificate:**

The certificate from Mr. Mukun Arora, Practicing Company Secretary certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations, is available at the website of the Company on the Investor Relations page at the following weblink: [www.ritcologistics.com](http://www.ritcologistics.com)

**T. Material terms of the proposed preferential issue of the Equity Shares**

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the Special Resolution and explanatory statement of this Notice

**U. Undertakings and other disclosures:**

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- (i) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement entered with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder. and is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.
- (ii) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable
- (iii) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so, including pursuant to Regulation 166. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.
- (iv) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.
- (v) All the Proposed Allottees have also confirmed that:
  - a) They are eligible under all statutory laws including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and qualified for above referred preferential allotment; and



b) They are not barred by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any other statutory authority including any court or tribunal for the aforesaid preferential allotment.

- (vi) Neither the Company nor its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- (vii) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable
- (viii) The Company has not allotted Equity Shares on preferential basis in the financial year.
- (ix) The pre- preferential allotment of Kalpana Sudhir Bheda is in dematerialized form and other proposed Allottees do not have any holding of Company's shares as on Relevant date. Pre-preferential holding of Kalpana Sudhir Bheda has been locked in as per the provisions of Chapter V of the SEBI (ICDR) Regulations.
- (x) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

**V. Approval:**

The Company will take the necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

**W. SEBI Takeover code:**

In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottees would not be under obligation to give an open offer to the public.

**X. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public

**Y. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter-alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of equity shares,

such equity shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62 of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to create, offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the 'Non-Promoter' category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. It is also hereby confirmed that the instant issue is also authorized by the articles of association of the Company.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its Members by way of a special resolution has been obtained. Further in terms of Regulation 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by members of a listed company to issue equity shares on preferential basis. Accordingly, the Board of Directors recommends the resolution for approval of the Members of the Company as a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

The documents referred to in the Notice, for which this Members approval is being obtained, will be available electronically for inspection on website at [www.ritcologistics.com](http://www.ritcologistics.com) from the date of circulation of this Notice up to the date of EGM i.e. Saturday, 20 July, 2024. Members seeking to inspect such documents can send an email to [cs@ritcologistics.com](mailto:cs@ritcologistics.com).

The Equity Shares allotted as above would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to regulatory approvals, if any.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

### **ITEM NO. 3**

#### **LOAN TO STEP DOWN SUBSIDIARY**

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by **Trucksup Solutions Private Limited** (Step Down Subsidiary of Ritco Logistics Limited), for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for development of the Logistics Aggregator platform and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of **Trucksup Solutions Private Limited**.

The Board of Directors recommends the passing of the resolutions as set out in Item No. 3 as Special Resolution for your approval. None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

**By order of the Board**

**For Ritco Logistics Limited**

Sd/-  
**Gitika Arora**  
Company Secretary  
Membership No.:37409

**Date: June 26, 2024**  
**Place: Gurugram**

**Registered Office:**

**508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,  
District Centre, Janak Puri,  
New Delhi - 110 058**